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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 2980
(THOMAS ENGINEERING & SURVEYING CO.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Thomas Engineering & Surveying Co. ("TE&S"), and Trade-Debt.Net ("Trade-Debt," and together with TE&S, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 2980 (TE&S) and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS TE&S filed proof of claim number 2980 against Delphi on April 27, 2006, which asserts an unsecured non-priority claim in the amount of \$575.00 (the "Claim") stemming from services performed and product delivered and invoiced.

WHEREAS TE&S transferred its interest in the Claim to Trade-Debt.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Claims Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, (c) Untimely Claims And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on February 21, 2007, TE&S filed its Response To The Ninth Omnibus Objection (Docket No. 7213) (the "Response").

WHEREAS on June 16, 2007, to resolve the Ninth Omnibus Claims Objection

with respect to the Claim, Delphi Automotive Systems LLC ("DAS LLC") and Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$575.00.

WHEREAS TE&S also acknowledges that it has been advised to consult an attorney before signing this Agreement, but understands that whether or not it does so is exclusively its decision.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$575.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. TE&S shall withdraw its Response to the Ninth Omnibus Objection.

So Ordered in New York, New York, this 29th day of June, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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